

PROGRESSIVE RETURN FUND INC
Form N-14 8C/A
September 17, 2002

As filed with the Securities and Exchange Commission
on September 17, 2002

SECURITIES ACT FILE NO. 333-99585

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM N-14

PRE-EFFECTIVE AMENDMENT TO THE REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

PROGRESSIVE RETURN FUND, INC.
(Exact Name of Registrant as Specified in Charter)

c/o Bear Stearns Funds Management Inc.,
383 Madison Avenue, New York, New York 10179
(Address of Principal Executive Offices: Number, Street, City, State, Zip Code)

(212) 272-2093
(Registrant's Area Code and Telephone Number)

Ralph Bradshaw, President
Progressive Return Fund, Inc.
c/o Bear Stearns Funds Management Inc.
383 Madison Avenue
New York, New York 10179
(Name and Address of Agent for Service)

with copies to:

Thomas R. Westle, Esq.
Spitzer & Feldman P.C.
405 Park Avenue
New York, New York 10022

APPROXIMATE DATE OF PROPOSED PUBLIC OFFERING:

As soon as practicable after this Registration Statement becomes effective
CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

TITLE OF SECURITIES BEING REGISTERED	AMOUNT BEING REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Common Stock (\$0.001 par value)	36,000,000	\$36,000,000	\$36,000,000	\$3,312

(1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(f) under the Securities Act of 1933, as amended, based on the Exchange Ratio (the net asset value of Cornerstone Strategic Value Fund, Inc.)

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

THE REGISTRANT HEREBY INCORPORATES BY REFERENCE THE PART A PROSPECTUS/PROXY AND PART B STATEMENT OF ADDITIONAL INFORMATION TO THE REGISTRATION STATEMENT FILED ON FORM N-14 (REGISTRATION NO. 333-99585) FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 13, 2002.

PART C

OTHER INFORMATION

ITEM 15. INDEMNIFICATION

A policy of insurance covering Cornerstone Advisors, Inc., its affiliates, and all of the registered investment companies advised by Cornerstone Advisors insures the Registrant's directors and officers and others against liability arising by reason of an alleged breach of duty caused by any negligent act, error or accidental omission in the scope of their duties.

ITEM 16. EXHIBITS.

- (1) Copy of the Articles of Incorporation of PGF as now in effect
- (2) Amended and Restated By-Laws as of February 13, 2002 of the Registrant
- (3) Not Applicable
- (4) Copy of Agreement and Plan of Reorganization (included as Exhibit A to the Proxy Statement/Prospectus, which is part of the Registration Statement on Form N-14).
- (5) Not Applicable
- (6) Copy of the Investment Management Agreement dated as of April 19, 2001 between Cornerstone Advisors, Inc. and PGF - incorporated herein by reference to Exhibit 4 to PGF's Proxy Statement for the Annual Meeting of Stockholders held on April 19, 2001 on Schedule 14A as filed with the Commission on March 7, 2001.
- (7) Not Applicable

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- (8) Not Applicable
- (9) Custody Agreement -
- (10) Not Applicable
- (11) Opinion and consent of Counsel regarding legality of securities being registered.
- (12) Opinion and consent of Counsel regarding certain tax matters and consequences to shareholders.
- (13) Not Applicable
- (14) Consent of Independent Auditors (filed herewith)
- (15) Not Applicable
- (16) Not Applicable
- (17) Not Applicable

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ITEM 17. UNDERTAKINGS.

The undersigned registrant agrees that prior to any public reoffering of the securities registered through the use of a prospectus which is a part of this registration statement by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c) of the Securities Act [17 CFR 230.145c], the reoffering prospectus will contain the information called for by the applicable registration form for reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

The undersigned registrant agrees that every prospectus that is filed under paragraph (1) above will be filed as part of an amendment to the registration statement and will not be used until the amendment is effective, and that, in determining any liability under the 1933 Act, each post-effective amendment shall be deemed to be a new registration statement for the securities offered therein, and the offering of securities at that time shall be deemed to be the initial bona fide offering of them.

The undersigned registrant hereby undertakes to file the definitive tax opinion of Spitzer & Feldman PC (Exhibit 12) upon the consummation of the merger transaction.

SIGNATURES

As required by the Securities Act of 1933, this pre-effective amendment to the registration statement has been signed on behalf of the registrant, in the City of New York and the State of New York, on the 17th day of September, 2002.

PROGRESSIVE RETURN FUND, INC.

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By: /S/ RALPH W. BRADSHAW

Name: Ralph Bradshaw
Title: President

As required by the Securities Act of 1933, this pre-effective amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated:

/S/ ANDREW STRAUSS

Andrew A. Strauss, Director

/S/ THOMAS LENAGH

Thomas H. Lenagh, Director

/S/ SCOTT ROGERS

Scott B. Rogers, Director

/S/ EDWIN MEESE

Edwin Meese III, Director

/S/ RALPH W. BRADSHAW

Ralph W. Bradshaw, Director

/S/ GLENN W. WILCOX, SR.

Glenn W. Wilcox, Sr., Director

/S/ GARY A. BENTZ

Gary A. Bentz, Principal Financial Officer